

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

FIRST INTERIM APPLICATION OF QUINN EMANUEL URQUHART OLIVER &  
HEDGES LLP, SPECIAL LITIGATION COUNSEL TO THE DEBTORS-IN-POSSESSION,  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES

Name of Applicant: Quinn Emanuel Urquhart Oliver & Hedges, LLP

Authorized to Provide Professional Services to: Delphi Corporation, and certain of its  
subsidiaries and affiliates

Date of Retention Order: March 10, 2006

Period for Which Compensation and Reimbursement are Sought: October 8, 2005 through  
January 31, 2006

Amount of Compensation Sought as Actual, Reasonable, and Necessary: **\$26,480.50**

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: **\$2,419.75**

Voluntary Reductions: Monthly Fee Statements:

This is an/(a): X Interim \_\_\_\_\_ Final Application.

Aggregate Amounts Paid to Date: **\$0.00**

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FIRST INTERIM APPLICATION OF QUINN EMANUEL URQUHART OLIVER &  
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FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES

TO THE HONORABLE ROBERT D. DRAIN, UNITED STATES  
BANKRUPTCY JUDGE, THE OFFICE OF THE UNITED STATES TRUSTEE AND ALL  
PARTIES IN INTEREST:

1. Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel")  
hereby submits its First Application for Approval of Compensation and Reimbursement of  
Expenses (the "Application"). Through this Application, Quinn Emanuel seeks fees and  
expenses for the period October 10, 2005 through January 31, 2006 (the "Application Period").

I. BACKGROUND

2. On October 8, 2005 (the "Petition Date"), Delphi and certain of its U.S.  
subsidiaries filed voluntary petitions in this Court for reorganization relief under chapter 11 of  
title 11 of the United States Code, 11 U.S.C. §§101-1130, as amended (the "Bankruptcy Code").  
On October 14, 2005, three additional U.S. subsidiaries of Delphi filed voluntary petitions in this  
Court for reorganization relief under the Bankruptcy Code. The Debtors continue to operate  
their business and manage their properties as debtors-in-possession pursuant to sections 1107(b)  
and 1108 of the Bankruptcy Code.

3. On the Petition Date, and again on October 19, 2005, this Court entered orders directing the joint administration of the Debtor's chapter 11 cases (Dockets Nos. 28 and 404).

4. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors.

5. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334. Venue is proper pursuant to 28 U.S.C. §§1408 and 1409. This matter is a core proceeding under 28 U.S.C. §157(b)(2).

6. The statutory predicates for relief requested herein are sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure.

## II. RETENTION OF QUINN EMANUEL

7. The Debtors had retained Quinn Emanuel as an ordinary course professional according to the Order under 11 U.S.C. §§ 327, 330, and 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business. (Docket No. 883). On February 7, 2006, an application was filed in this Court for an order approving the retention of Quinn Emanuel as special litigation counsel to the Debtors, nunc pro tunc to October 8, 2005 (the "Retention Application"). On March 10, 2006, this Court entered an order (the "Retention Order") authorizing the Debtors to employ Quinn Emanuel as their special litigation counsel under the terms set forth in the Retention Application.<sup>1</sup>

8. In the Retention Application and its supporting affidavit, Quinn Emanuel disclosed the names of attorneys approved to work on the litigation matters and their hourly rates for professional services.

9. There is no arrangement or agreement between Quinn Emanuel and any person including Debtors for compensation to be paid in these chapter 11 cases other than as set forth in the Retention Application and its supporting affidavit.

III. PRESENT POSTURE OF DEBTOR'S LITIGATION MATTERS

10. As special litigation counsel, Quinn Emanuel is currently assisting Debtors in connection with several litigation matters. Quinn Emanuel has performed similar work for the Debtors in the past and therefore at the Debtor's request, Quinn Emanuel has continued to assist Debtors in connection with their litigation issues since October 8, 2005. Quinn Emanuel has provided services and/or anticipates on providing services for the following litigation matters:

A. Whitney v. Delphi Corporation, Case No. BC337315

11. Plaintiff sued Delphi Corp. and Delphi Product and Service Solutions, Inc. in Los Angeles Superior Court for Age Discrimination, Wrongful Termination in Violation of Public Policy, Intentional Infliction of Emotional Distress and Negligent Infliction of Emotional Distress. Plaintiff alleges both disparate treatment and disparate impact age discrimination. Plaintiff alleges he was wrongfully terminated in June 2003 and was told he was being terminated because he did not have the "fit and finish" for the new team. Plaintiff also alleges that Delphi engaged in a pattern and practice of systematically reducing the average age of its workforce by terminating the employment of and/or otherwise pressuring older workers to cease working for Delphi by hiring younger workers. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it.

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<sup>1</sup> A copy of the Retention Application, the supporting affidavit, and the Retention Order are attached hereto as Exhibit A.

B. Patent Holding Company v. Delphi Automotive Systems Corporation, Civil

Action No. 99-76013, E.D. Mich.

12. Plaintiff sued Delphi, alleging infringement of three patents directed to various aspects of air bag cover design, and is seeking compensatory damage and an injunction. Plaintiff further alleges willful infringement and seeks treble damages based on their allegations. Delphi denies plaintiff's infringement allegations and has asserted counterclaims in which it seeks a declaratory judgment that the patents-in-suit are not infringed and are invalid.

13. In November 2003, Delphi prevailed in connection with summary judgment motions that significantly reduced the universe of potential damages in dispute. A claim construction hearing before a Special Master was held in early 2004, and the Court issued its claim construction order in August, 2004. On December 8, 2004, the parties attended a mediation, which although productive, did not result in settlement.

14. On August 23, 2005, the Court held a status conference and set dates for the close of fact discovery, filing expert reports, responses to expert reports, and preparation of the Joint Pretrial Statement. The final pretrial conference was set for March 28, 2006.

15. Thereafter, on October 8, 2005, Delphi filed for bankruptcy protection under Chapter 11. On October 13, 2005, Delphi notified the court of the bankruptcy filing and the automatic stay provided by Section 362 of the Bankruptcy Code took effect.

16. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it.

C. Quinn v. Delphi Automotive Systems Corporation, No. 1 CACV 05-0063

17. Quinn Emanuel is currently representing Delphi in the Arizona Court of Appeals in the above-mentioned case. The seven named plaintiffs seek to bring a class action on

behalf of all Arizona residents with Delphi batteries installed in their cars. They assert products liability, fraud, and unjust enrichment claims based upon an alleged defect in Delphi batteries that causes them to leak acid in warm climates such as Arizona and fail prematurely. On September 27, 2004, the Superior Court for Maricopa County (Katz, J.) denied the plaintiffs' motion for class certification, granted Delphi's motion for summary judgment, and dismissed the case. Quinn Emanuel was retained to conduct the appeal. The briefing on appeal has been completed, and oral argument was scheduled to take place in November 2005 before the action was stayed in light of Delphi's bankruptcy filing.

D. Crown City Plating Co. v. Delphi Corporation

18. This matter involves disputes between Delphi Automotive Systems, LLC and Crown City Plating Co., in which Crown City has threatened to sue Delphi Corporation if Delphi Automotive sues Crown City.

19. Delphi Automotive Systems, LLC ("Delphi") loaned Crown City \$1 million, which is evidenced by a promissory note. Crown City defaulted on its note in January 2004. Crown City claims that it made investments in equipment based on assurances of a long-term relationship by Delphi. Crown City also claims it based its pricing on the assumption of a long-term relationship. Further, it claims that Delphi was late delivering certain visual testing equipment that was needed to produce the parts and that the testing equipment malfunctioned, which Crown City contends increased Crown City's costs of production. Further, Crown City alleged that Delphi and its predecessors breached non-disclosure agreements by giving its proprietary information to Crown City's competitors. Crown City has threatened to sue Delphi Corporation and Does 1 through 50, for \$4.5 million for fraud, negligent misrepresentation and breach of the implied covenant of good faith and fair dealing.

20. The parties have attempted to resolve this dispute. In that regard, they have entered into a Tolling Agreement, which was extended through December 31, 2005, prior to Delphi's bankruptcy filing. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it. The Tolling Agreement may be terminated by either party on thirty days written notice.

E. Quake Global Inc. v. Orbcomm, LLC, et al., Case No. CV051410 (C.D. Cal. Feb. 24, 2005)

21. Quinn Emanuel is currently representing Delphi in this matter in which Plaintiff alleges that Delphi and other defendants violated federal antitrust laws. Specifically, Plaintiff alleges that Delphi's agreement to manufacture satellite modems for Stellar Satellite Communications, Ltd., constitutes a "de facto exclusive dealing" arrangement in violation of the Sherman Act. Delphi denies the allegations and intends to defend vigorously the claims against it.

F. Fiber Systems, Inc. v. Ernie Gonzales, Case No. 4:04CV348 (United States District Court for the Eastern District of Texas, Sherman Division)

22. Quinn Emanuel is currently representing Delphi Corporation in connection with a subpoena duces tecum served on it. Defendant Gonzalez is an employee of Delphi Connection Systems. He had been employed in a sales related job at Fiber Systems, Inc. (FSI), plaintiff, and a competitor of Delphi Connection Systems. FSI has accused Mr. Gonzalez of misappropriating confidential/trade secret information from it when he left. They have further alleged that this information has helped Delphi Connection Systems win certain contracts over FSI. Delphi Connection Systems has not been sued in this matter. Delphi Connection Systems appeared only as a third-party.

IV. FEE PROCEDURES AND MONTHLY FEE STATEMENTS

23. On November 4, 2005, this Court entered an Order pursuant to 11 U.S.C. §331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals ("Interim Compensation Order"). Pursuant to paragraph 2(j) of the Interim Compensation Order, Quinn Emanuel is filing this Application with this Court.

24. Quinn Emanuel has prepared and served monthly fee statements for services performed during the Application Period. This Court granted Quinn Emanuel's Application for Order Authorizing Employment and Retention of Quinn Emanuel as Special Litigation Counsel to Debtors on March 10, 2006. Consequently, Quinn Emanuel did not prepare monthly fee statements until this Court issued its Retention Order, notwithstanding the approval of such employment nunc pro tunc to October 8, 2005.

25. Pursuant to paragraph 2(a) of the Interim Compensation Order, on or before the last day of each month following the month for which compensation is sought, Quinn Emanuel will submit monthly statements to the parties described in the Interim Compensation Order.

V. COMPENSATION FOR PROFESSIONAL SERVICES

26. Quinn Emanuel has played an important role in advising the Debtors with respect to their litigation matters. As a result of its efforts during the Application Period, Quinn Emanuel now seeks interim allowance of **\$26,480.50** in fees calculated at the applicable guideline hourly billing rates of the firm's personnel who have worked on the litigation matters, and **\$2,419.75** in charges and disbursements actually and necessarily incurred by Quinn Emanuel while providing services to the Debtors during the Application Period.



27. In staffing this case, in budgeting and incurring charges, and in preparing and submitting this Interim Application, Quinn Emanuel has been mindful of the need to be efficient while providing vigorous representation to the Debtors. Quinn Emanuel has also been especially mindful of the standards established by the Second Circuit Court of Appeals and courts in this district for compensation of professionals and reimbursement of charges and disbursements. See In re JLM, Inc., 210 B.R. 19, 24 (2d Cir. B.A.P.1997); In re Poseidon Pools of America, Inc., 180 B.R. 718, 729 (Bankr.E.D.N.Y.1995); In re Ferkauf, Inc., 42 B.R. 852, 853 (Bankr.S.D.N.Y.1984), aff'd, 56 B.R. 774 (S.D.N.Y.1985). As described in detail herein, Quinn Emanuel believes that the requests made in this Interim Application comply with this Court's standards in the context of the unique circumstances surrounding this unusually large and complex case.

VI. SUMMARY OF SERVICES RENDERED BY QUINN EMANUEL DURING THE APPLICATION PERIOD

28. Quinn Emanuel has advised the Debtors on their litigation matters throughout the Application Period, and continues to perform the services as more fully described below and as outlined in Exhibit B. At the commencement of Debtor's chapter 11 cases, Quinn Emanuel was and has been providing services which may include the following:

- a. preparation of pleadings;
- b. preparation of early meeting of counsel;
- c. discovery and document production;
- d. privilege log preparation;
- e. motion practice and legal research;
- f. witness interviews, preparation and depositions;
- g. work with experts and consultants;
- h. communications with and efforts to obtain documents from Department of Insurance counsel;
- i. Bankruptcy-related administrative tasks;
- j. miscellaneous.

29. The following is a brief summary of certain of Quinn Emanuel's litigation activities performed in the Debtor's litigation matters during the Application Period:

A. Whitney v. Delphi Corporation, Case No. BC337315

30. During the Application Period, and as set forth more fully in Exhibit B, Quinn Emanuel expended minimal time performing bankruptcy related administrative tasks, such as preparing notice of Debtor's bankruptcy. The time records submitted by Quinn Emanuel include .6 hours of attorney time devoted to these tasks, and the total amount of fees billed on this matter is \$264.00.

B. Patent Holding Co. v. Delphi Automotive Systems, Civil Action No. 99-76013, E.D. Mich.

31. During the Application Period, the time records submitted by Quinn Emanuel do not include any time or fees billed on this matter.

C. Quinn v. Delphi Automotive Systems, No. 1 CACV 05-0063

32. During the Application Period, and as set forth more fully in Exhibit B, Quinn Emanuel performed numerous bankruptcy related administrative tasks. Time in this category include conferring with the client regarding filing for chapter 11 bankruptcy protection and its effect on the underlying matter; preparing correspondence to Plaintiffs regarding client's bankruptcy; and preparing notices of bankruptcy for Arizona Court of Appeals, the trial court, and local counsel. The time records submitted by Quinn Emanuel include 3.8 hours of attorney time devoted to these tasks.

33. During the Application Period, Quinn Emanuel prepared several memorandum detailing the law and facts supporting an automatic stay of the matter due to Debtor's bankruptcy filing. Time in this category also included numerous correspondence and legal research in connection with preparing the memorandum. Time records submitted by Quinn Emanuel include 10.7 hours of attorney time devoted to theses tasks.

34. Notwithstanding Quinn Emanuel expending 14.5 hours of attorney time on this matter, no fees were billed to this matter.

D. Crown City Plating Co. v. Delphi Automotive Systems

35. During the Application Period, Quinn Emanuel prepared notice of Debtor's bankruptcy. The time records submitted by Quinn Emanuel include .3 hours of attorney time devoted to this task, and the total amount of fees billed for such time is \$142.50.

E. Quake Global Inc. v. Orbcomm, LLC, et al., Case No. CV051410

36. During the Application Period and as set forth more fully in Exhibit B, Quinn Emanuel performed numerous bankruptcy related administrative tasks. Time in this category include various conferences, internally, with the Ninth Circuit and with opposing

counsel regarding the effects of Debtor's bankruptcy on the underlying matter. Time in this category also include reviewing, preparing and filing numerous bankruptcy related documents, such as notice of bankruptcy, notice of automatic stay, and Application for Order Authorizing Employment and Retention of Quinn Emanuel as Special Litigation Counsel. Time records submitted by Quinn Emanuel include 16.4 hours of attorney time devoted to these tasks.

37. During the Application Period, Quinn Emanuel engaged in numerous conferences with the Ninth Circuit and interested parties concerning the underlying matter. Quinn Emanuel reviewed multiple appellate submissions in connection with participating in status conferences. Time records submitted by Quinn Emanuel include 6 hours of attorney time devoted to these tasks.

38. Time records submitted by Quinn Emanuel for this matter include 22.4 attorney hours, and the total amount of fees billed on this matter is \$9,425.00.

F. Fiber Systems, Inc. v. Ernie Gonzales, Case No. 4:04CV348

39. During the Application Period and as more fully set forth in Exhibit B, Quinn Emanuel prepared numerous discovery motions, including motion for protective order from overly burdensome and irrelevant subpoenas. Time allocated to this category include preparation of objections and responses to subpoena duces tecum, and legal research in connection with preparing motion for protective order. Time records submitted by Quinn Emanuel include 11.8 attorney hours devoted to discovery in this matter.

40. During the Application Period, Quinn Emanuel prepared for and took or defended depositions of three witnesses. The depositions and deposition preparation took place in Irvine, California. Time allocated to this category include reviewing documents and

interviewing witnesses. The time records submitted by Quinn Emanuel include 24.4 attorney hours devoted to this category.

41. The total amount of fees billed in this matter is \$16,649.00.

VII. SUMMARY OF EXPENSES INCURRED DURING THE APPLICATION PERIOD

42. The Application requests reimbursement of \$2,419.75 in costs and disbursements. Quinn Emanuel recognizes that the costs incurred in this case are not significant. Quinn Emanuel is and has been cost-conscious with respect to the Action and has made every effort to keep the costs in these cases to a reasonable minimum.

A. Attorney/Messenger Service

43. During the Application Period, Quinn Emanuel incurred a total of \$974.50 in attorney service charges. The majority of these charges were incurred when procuring the professional services of Jennings Strouss & Salmon, PLC for the matter Quinn v. Delphi Automotive Systems. The balance of these charges were incurred when documents needed to be messengered to the Court for filing.

B. Postage/Federal Express

44. During the Application Period, Quinn Emanuel charged a total of \$109.87 for postage and Federal Express charges. These charges represent the actual postage and Federal Express charges associated with the service of pleadings on Debtors multiple ongoing litigations.

C. Reproduction/Photocopying

45. During the Application Period, Quinn Emanuel charged a total of \$115.90 for reproduction expenses.

D. Legal Research

46. During the Application Period, \$72.18 was charged for legal research.

These charges represent a significant reduction to the actual cost charged by WESTLAW and LEXIS/NEXIS for computerized legal research.

E. Telephone Expenses

47. Quinn Emanuel bills its clients for the actual costs charged to Quinn

Emanuel plus overhead, which consists of a percentage of maintenance. During the Application Period, Quinn Emanuel incurred \$.55 for telephone calls.

F. Transcripts/Trial Materials

48. Quinn Emanuel bills its clients for the actual costs charged to Quinn

Emanuel plus overhead for transcripts and video tapes of hearings and depositions. During the Application Period, Quinn Emanuel incurred \$1,146.75 in obtaining deposition transcripts.

VIII. NOTICE

49. Quinn Emanuel has served copies of the Application on the Debtors, counsel for the Official Committee of Unsecured Creditors, and the United States Trustee. In addition, Quinn Emanuel has served notice of the filing of the Application on the parties as required by the Interim Compensation Order. The Debtors submit that no other or further notice need be give.

IX. CONCLUSION

WHEREFORE, Quinn Emanuel respectfully requests that the Court enter an Order allowing interim compensation of **\$26,480.50** to Quinn Emanuel for professional services rendered as attorneys for the Debtors during the Application Period, plus reimbursement of actual and necessary charges and disbursements incurred in the sum of **\$2,419.75**; and authorize

and direct the Debtors to pay such amounts, and for such other and further relief as the Court  
deems appropriate.

DATED: Los Angeles, California  
March 30, 2006

QUINN EMANUEL URQUHART OLIVER &  
HEDGES, LLP

By: 

856 South Figueroa Street, 10th Floor  
Los Angeles, California 90017

DECLARATION OF GERALD E. HAWXHURST

I, Gerald E. Hawxhurst, declares as follows:

1. I am an attorney admitted to practice law in the state of California and before this Court. I am counsel with the law firm of Quinn Emanuel Urquhart Oliver & Hedges, LLP, counsel for the Debtor Delphi Corporation in the Action Captioned In re Delphi Corporation, et. al.

2. I have personal knowledge of the facts set forth in the foregoing First Interim Application of Quinn Emanuel Urquhart Oliver & Hedges, LLP for Approval of Compensation and Reimbursement of Expenses (the "Application"). Such facts are true and correct to the best of my knowledge and I could and would competently testify thereto if called and sworn as witness.

3. From the outset of this case, I have supervised the entry of attorney and legal assistant time on this matter. Knowing that time entries might otherwise reveal privileged and confidential information and litigation strategy, we have instructed attorneys and legal assistants to exclude such privileged information from their entries. The time records submitted by Quinn Emanuel Urquhart Oliver & Hedges, LLP in support of the Application contain as much detail as is reasonably possible to provide without revealing privileged attorney-client information, attorney work-product, and litigation strategies.

4. During the Application Period, I have supervised the coding of the time entries of each professional and para-professional working on the case. Each time entry has been coded into one of the following categories:

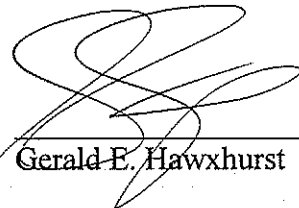


- a. preparation of pleadings;
- b. preparation of early meeting of counsel;
- c. discovery and document production;
- d. privilege log preparation;
- e. motion practice and legal research;
- f. witness interviews, preparation and depositions;
- g. work with experts and consultants;
- h. communications with and efforts to obtain documents from Department of Insurance counsel;
- i. Bankruptcy-related administrative tasks;

miscellaneous.

- 5. Individuals identified in the time records are attorneys at the Firm.

I declare under penalty of perjury under the laws of the State of California and the United States of America that the foregoing is true and correct and that this declaration is executed this 28 day of March, 2006, at Los Angeles, California.



Gerald E. Hawxhurst

## **EXHIBIT A**

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.  
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF  
QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP AS SPECIAL LITIGATION  
COUNSEL TO DEBTORS

("QUINN EMANUEL RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel") as special litigation counsel to the Debtors, nunc pro tunc to October 8, 2005. In support of this Application, the Debtors submit the Affidavit of Gerald E. Hawxhurst, sworn to February 6, 2006 (the "Hawxhurst Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

## Background

### A. The Chapter 11 Filings

1. On October 8, 2005, Delphi and certain of its U.S. subsidiaries filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1130, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi filed voluntary petitions in this Court for reorganization relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(b) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(e), and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

### B. Current Business Operations Of The Debtors

5. With more than 180,000 employees worldwide, global 2004 revenues of approximately \$28.6 billion and global assets as of August 31, 2005 of approximately \$17.1

billion,<sup>1</sup> Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors, will continue their business operations without supervision from the Bankruptcy Court, and will not be subject to the chapter 11 requirements of the U.S. Bankruptcy Code.

6. Over the past century, the operations which are now owned by Delphi have developed leading global technology innovations with significant engineering resources and technical competencies in a variety of disciplines. Today, the Company is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. In the U.S., the Debtors employ approximately 50,600 people. Those employees work in approximately 44 manufacturing sites and 13 technical centers across the country and in Delphi's worldwide headquarters and customer center located in Troy, Michigan. Approximately 34,750 of these individuals are hourly employees, 96% of whom are represented by approximately 49 different international and local

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<sup>1</sup> The aggregated financial data used in this Application generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

unions. Outside the United States, the Company's foreign entities employ more than 134,000 people, supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than during the same time period in calendar year 2004.<sup>2</sup>

11. The Debtors believe that three significant issues have largely contributed to the deterioration of the Company's financial performance: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Having concluded that pre-filing discussions with its Unions and GM were not leading to the implementation of a plan sufficient to address the Debtors' issues on a timely basis, the Company determined to commence

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<sup>2</sup> Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness envisioned in the Company's transformation plan. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down through the chapter 11 process.

14. Upon the conclusion of this process, the Debtors expect to emerge from chapter 11 as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain Quinn Emanuel to an ongoing professional relationship between the Debtors and Quinn Emanuel.



Basis For Relief

16. The Debtors submit that Quinn Emanuel's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. Because Quinn Emanuel is the proposed special litigation counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases, section 327(e) does not require that Quinn Emanuel and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that Quinn Emanuel not represent or hold any interest adverse to the estates or the Debtors with respect to the matters on which Quinn Emanuel is to be employed. As discussed below, the employment of Quinn Emanuel as special litigation counsel is in the best interests of the Debtors.

The Debtors' Employment Of Quinn Emanuel  
Is In The Best Interests Of The Estates

17. Quinn Emanuel will serve as special litigation counsel to the Debtors during these chapter 11 cases. Quinn Emanuel has performed similar work for the Debtors in the past and is therefore familiar with the Debtors' businesses and operations. In particular, Quinn Emanuel is especially attuned to the unique litigation issues that arise in the Debtors' industry.

18. Most importantly for present purposes, several members of Quinn Emanuel have extensive experience in litigation, including patent, antitrust, and employment litigation, and its interplay with restructuring and bankruptcy law. Accordingly, the Debtors believe that Quinn Emanuel is well qualified to serve as special litigation counsel in these chapter 11 cases in an efficient and effective manner.

19. The Debtors believe that the employment of Quinn Emanuel will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut"), the Debtors' conflicts counsel, or any of the other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by Quinn Emanuel as special litigation counsel to the Debtors. The Debtors understand that Quinn Emanuel will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered By Quinn Emanuel

20. Pursuant to mutually understood ordinary course of business terms, the Debtors wish to engage Quinn Emanuel to provide services to the Debtors in connection with specific litigation matters. The Debtors anticipate that such services will include defense in the following:

(a) Whitney v. Delphi Corporation, Case No. BC337315

Plaintiff sued Delphi Corp. and Delphi Product and Service Solutions, Inc. in Los Angeles Superior Court for Age Discrimination, Wrongful Termination in Violation of Public Policy, Intentional Infliction of Emotional Distress and Negligent Infliction of Emotional Distress. Plaintiff alleges both disparate treatment and disparate impact age discrimination. Plaintiff alleges he was wrongfully terminated in June 2003 and was told he he was being terminated because he did not have the "fit and finish" for the new team. Plaintiff also alleges that Delphi engaged in a pattern and practice of systematically reducing the average age of its workforce by terminating the employment of and/or otherwise pressuring older workers to cease working for Delphi by hiring younger workers. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it.

(b) Patent Holding Company v. Delphi Automotive Systems Corporation, Civil Action No. 99-76013, E.D. Mich.

Plaintiff sued Delphi, alleging infringement of three patents directed to various aspects of air bag cover design, and is seeking compensatory damage and an injunction. Plaintiff further alleges willful infringement and seeks treble damages based on their allegations. Delphi denies plaintiff's infringement allegations and has asserted counterclaims in which it seeks a declaratory judgment that the patents-in-suit are not infringed and are invalid. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it.

(c) Quinn v. Delphi Automotive Systems Corporation, No. 1 CACV 05-0063

Quinn Emanuel is currently representing Delphi in the Arizona Court of Appeals in the above-mentioned case. The seven named plaintiffs seek to bring a class action on behalf of all Arizona residents with Delphi batteries installed in their cars. They assert products liability, fraud, and unjust enrichment claims based upon an alleged defect in Delphi batteries that causes them to leak acid in warm climates such as Arizona and fail prematurely. On September 27, 2004, the Superior Court for Maricopa County (Katz, J.) denied the plaintiffs' motion for class certification, granted Delphi's motion for summary judgment, and dismissed the case. Quinn Emanuel was retained to conduct the appeal. The briefing on appeal has been completed, and oral argument was scheduled to take place in November 2005 before the action was stayed in light of Delphi's bankruptcy filing.

(d) Crown City Plating Co. v. Delphi Corporation

This matter involves disputes between Delphi Automotive Systems, LLC and Crown City Plating Co., in which Crown City has threatened to sue Delphi Corporation if Delphi Automotive sues Crown City.

Delphi Automotive Systems, LLC ("Delphi") loaned Crown City \$1 million, which is evidenced by a promissory note. Crown City defaulted on its note in January 2004. Crown City claims that it made investments in equipment based on assurances of a long-term relationship by Delphi. Crown City also claims it based its pricing on the assumption of a long-term relationship. Further, it claims that Delphi was late delivering certain visual testing equipment that was needed to produce the parts and that the testing equipment malfunctioned, which Crown City contends increased Crown City's costs of production. Further, Crown City alleged that Delphi and its predecessors breached non-disclosure agreements by giving its proprietary information to Crown City's competitors. Crown City has threatened to sue Delphi Corporation and Does 1 through 50, for \$4.5 million for fraud, negligent misrepresentation and breach of the implied covenant of good faith and fair dealing.

The parties have attempted to resolve this dispute. In that regard, they have entered into a Tolling Agreement, which was extended through December 31, 2005, prior to Delphi's bankruptcy filing. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it. The Tolling Agreement may be terminated by either party on thirty days written notice.

(e) Quake Global Inc. v. Orbcomm, LLC, et al., Case No. CV 051410 (C.D. Cal. Feb. 24, 2005)

Quinn Emanuel is currently representing Delphi in this matter in which Plaintiff alleges that Delphi and other defendants violated federal antitrust laws. Specifically, Plaintiff alleges that Delphi's agreement to manufacture satellite modems for Stellar Satellite Communications, Ltd., constitutes a "de facto exclusive dealing" arrangement in violation of the

Sherman Act. Delphi denies the allegations and intends to defend vigorously the claims against it.

21. Quinn Emanuel has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as special litigation counsel to the Debtors.

22. The Debtors may request that Quinn Emanuel undertake specific matters beyond the scope of the responsibilities set forth above. Should Quinn Emanuel agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

Disinterestedness Of Professionals

23. The Hawxhurst Affidavit filed in support of this Application contains information available to date on Quinn Emanuel's connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the attached Hawxhurst Affidavit, Quinn Emanuel, its partners, counsel, and associates do not hold or represent any interest adverse to the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which Quinn Emanuel is to be employed.

24. Quinn Emanuel has disclosed to the Debtors that Quinn Emanuel has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or their chapter 11 cases. Quinn Emanuel does not believe that the foregoing raises any actual or potential conflict of interest of Quinn Emanuel relating to the representation of the Debtors as their special litigation counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, in order to vitiate any actual or potential

conflicts of interest, Quinn Emanuel will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom Quinn Emanuel has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

#### Professional Compensation

25. Quinn Emanuel intends to apply to this Court for compensation and reimbursement of expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and orders of this Court. Quinn Emanuel acknowledges that all compensation will be subject to this Court's review and approval, after notice and a hearing.

26. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay Quinn Emanuel the rates described in the Hawxhurst Affidavit.

27. No arrangement is proposed between the Debtors and Quinn Emanuel for compensation to be paid in these chapter 11 cases other than as set forth above and in the Hawxhurst Affidavit.

28. At the Debtors' request, Quinn Emanuel has continued to assist the Debtors in connection with their litigation issues since October 8, 2005 and hence the Debtors request Quinn Emanuel's retention to be effective nunc pro tunc to October 8, 2005.

#### Conclusion

29. For the foregoing reasons, the Debtors submit that the employment of Quinn Emanuel as the Debtors' special litigation counsel on the terms set forth herein is in the best interests of the estates.

Notice

30. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

31. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain Quinn Emanuel as their special litigation counsel to perform the services set forth herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
February 7, 2006

DELPHI CORPORATION, on behalf of itself and  
certain of its subsidiaries and affiliates, as Debtors and  
Debtors-in-possession

By: /s/ David M. Sherbin  
Name: David M. Sherbin  
Title: Vice President, General Counsel, and  
Chief Compliance Officer Officer



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF GERALD E. HAWXHURST IN SUPPORT OF  
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.  
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF  
QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP  
AS SPECIAL LITIGATION COUNSEL TO DEBTORS

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

GERALD E. HAWXHURST, being duly sworn, deposes and states as follows:

1. I am counsel in the law firm of Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel"), proposed special litigation counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit")<sup>1</sup> in support of the Application For Order Under 11 U.S.C. §§ 327(e) and 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Quinn Emanuel Urquhart Oliver & Hedges, LLP As Special Litigation Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

3. The address and telephone number of Quinn Emanuel Urquhart Oliver & Hedges, LLP are as follows:

865 South Figueroa Street, 10th Floor

Los Angeles, California 90017-2543

Telephone: (213) 443-3000

Facsimile: (213) 443-3100

4. Quinn Emanuel is well qualified to assist the Debtors in the manner described in the Application. Most importantly for present purposes, several members of Quinn Emanuel have extensive experience in litigation, including patent, antitrust, and employment litigation, and its interplay with restructuring and bankruptcy law. Accordingly, the Debtors believe that Quinn Emanuel is well qualified to serve as special litigation counsel in these chapter 11 cases in an efficient and effective manner.

5. Quinn Emanuel is currently advising the Debtors regarding several litigation matters. Based on the services that Quinn Emanuel has rendered to the Debtors, Quinn Emanuel is thoroughly familiar with the Debtors' corporate structure, the nature of their financial status, and certain legal matters relating to the Debtors.

6. Generally, in connection with the Debtors' cases, Quinn Emanuel intends to provide to the Debtors the following types of professional services:

(a) Whitney v. Delphi Corporation, Case No. BC337315

Plaintiff sued Delphi Corp. and Delphi Product and Service Solutions, Inc. in Los Angeles Superior Court for Age Discrimination, Wrongful Termination in Violation of Public Policy, Intentional Infliction of Emotional Distress and Negligent Infliction of Emotional Distress. Plaintiff alleges both disparate treatment and disparate impact age discrimination. Plaintiff alleges he was wrongfully terminated in June 2003 and was told he he was being

terminated because he did not have the "fit and finish" for the new team. Plaintiff also alleges that Delphi engaged in a pattern and practice of systematically reducing the average age of its workforce by terminating the employment of and/or otherwise pressuring older workers to cease working for Delphi by hiring younger workers. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it.

(b) Patent Holding Company v. Delphi Automotive Systems Corporation, Civil Action No. 99-76013, E.D. Mich.

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Quinn Emanuel is currently representing Delphi in the Arizona Court of Appeals in the above-mentioned case. The seven named plaintiffs seek to bring a class action on behalf of all Arizona residents with Delphi batteries installed in their cars. They assert products liability, fraud, and unjust enrichment claims based upon an alleged defect in Delphi batteries that causes them to leak acid in warm climates such as Arizona and fail prematurely. On September 27, 2004, the Superior Court for Maricopa County (Katz, J.) denied the plaintiffs' motion for class certification, granted Delphi's motion for summary judgment, and dismissed the case. Quinn Emanuel was retained to conduct the appeal. The briefing on appeal has been

completed, and oral argument was scheduled to take place in November 2005 before the action was stayed in light of Delphi's bankruptcy filing.

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This matter involves disputes between Delphi Automotive Systems, LLC and Crown City Plating Co., in which Crown City has threatened to sue Delphi Corporation if Delphi Automotive sues Crown City.

Delphi Automotive Systems, LLC ("Delphi") loaned Crown City \$1 million, which is evidenced by a promissory note. Crown City defaulted on its note in January 2004. Crown City claims that it made investments in equipment based on assurances of a long-term relationship by Delphi. Crown City also claims it based its pricing on the assumption of a long-term relationship. Further, it claims that Delphi was late delivering certain visual testing equipment that was needed to produce the parts and that the testing equipment malfunctioned, which Crown City contends increased Crown City's costs of production. Further, Crown City alleged that Delphi and its predecessors breached non-disclosure agreements by giving its proprietary information to Crown City's competitors. Crown City has threatened to sue Delphi Corporation and Does 1 through 50, for \$4.5 million for fraud, negligent misrepresentation and breach of the implied covenant of good faith and fair dealing.

The parties have attempted to resolve this dispute. In that regard, they have entered into a Tolling Agreement, which was extended through December 31, 2005, prior to Delphi's bankruptcy filing. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it. The Tolling Agreement may be terminated by either party on thirty days written notice.

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Quinn Emanuel is currently representing Delphi in this matter in which Plaintiff alleges that Delphi and other defendants violated federal antitrust laws. Specifically, Plaintiff alleges that Delphi's agreement to manufacture satellite modems for Stellar Satellite Communications, Ltd., constitutes a "de facto exclusive dealing" arrangement in violation of the Sherman Act. Delphi denies the allegations and intends to defend vigorously the claims against it.

7. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, and the engagement of other counsel for the Debtors, Quinn Emanuel will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of Quinn Emanuel's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of Quinn Emanuel's existing clients. These existing client relationships, and the scope of the carve-out from Quinn Emanuel's retention, are discussed more fully below.

8. It is Quinn Emanuel's understanding that the Debtors may request that Quinn Emanuel undertake specific matters beyond the limited scope of the responsibilities set forth above. Should Quinn Emanuel agree in its discretion to undertake any such matter, it is Quinn Emanuel's understanding that the Debtors will seek further order of this Court.

9. Quinn Emanuel is making efforts, together with the Debtors' other counsel, to ensure that there is no duplication of effort or work between such firms and Quinn Emanuel. It is Quinn Emanuel's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. Quinn Emanuel believes that its lawyers and the rest of the lawyers retained in these chapter 11 cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. With regard to Patent Holding Company v. Delphi Automotive Systems Corporation, Civil Action No. 99-76013, E.D. Mich., Quinn Emanuel was retained on or about December 20, 2001. The following attorneys were approved to work on this matter at the following rates: Steve Hansen = \$355; Bruce Chapman = \$355; Eric Bjorgum = \$275; Tigran Guledjian = \$225; and Radhika Tandon = \$215.

11. With regard to Whitney v. Delphi Corporation, Quinn Emanuel was retained on or about August 18, 2005. The following attorneys were approved to work on this matter at the following rates: Randa Osman = \$510.00; and Allison Burkholder = \$300.00.

12. With regard to Quake Global Inc. v. Orbcomm, LLC, et al., Case No. CV 051410 (C.D. Cal. Feb. 24, 2005), Quinn Emanuel was retained on or about April 20, 2005. The following attorneys were approved to work on this matter at the following rates: A. William Urquhart = \$600.00; Gerald E. Hawxhurst = \$475.00; Kevin Y. Teruya = \$355.00; and Heidi Frahm = \$290.00.

13. With regard to Crown City Plating Co. v. Delphi Corporation, Quinn Emanuel was retained on or about August 10, 2004. The following attorney was approved to work on this matter at the following rate: Jack Hart = \$475.00.

14. With regard to Quinn v. Delphi Automotive Systems Corporation, No. 1 CACV 05-0063, Quinn Emanuel was retained on or about March 14, 2005. The following attorneys were approved to work on this matter at the following rates: Shon Morgan = \$525.00; Dan Bromberg = \$525.00; Margret Caruso = \$515.00; Kent Bullard = \$490.00; Shahin Rezvani = \$385.00; Tim Pennington = \$280.00; Tara Gellman = \$280.00; and T.J. Chiang = \$280.00.

15. Quinn Emanuel has agreed to accept as compensation for the services rendered in connection with its representation of the Debtors the rates described in Paragraphs 10-14 of this Affidavit.

16. Quinn Emanuel acknowledges that all amounts paid to Quinn Emanuel during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to Quinn Emanuel during these cases are disallowed by this Court, the fees and expenses will be disgorged by Quinn Emanuel and returned to the Debtors or as otherwise ordered by this Court.

17. Quinn Emanuel categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). Quinn Emanuel acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

18. Quinn Emanuel has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. Quinn Emanuel maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused Quinn Emanuel to review and analyze the conflict database to determine whether Quinn Emanuel has any connection with the principal

parties-in-interest in these chapter 11 cases, using information provided to Quinn Emanuel by the Debtors and Skadden, Arps and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

19. Based upon this research, I have determined that Quinn Emanuel has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that the foregoing raises any actual or potential conflicts of interest of Quinn Emanuel relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

20. It is my intention that if Quinn Emanuel becomes aware of any other connections of which it presently is unaware, Quinn Emanuel will bring them to the attention of this Court and the U.S. Trustee.



Dated: Los Angeles, CA  
February 6, 2006

By: /s/ Gerald E. Hawxhurst  
Gerald E. Hawxhurst

Sworn to before me  
this 6th day of February, 2006

/s Lorraine Rivera  
Notary Public

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF QUINN EMANUEL URQUHART  
OLIVER & HEDGES, LLP AS SPECIAL LITIGATION COUNSEL TO DEBTORS

("QUINN EMANUEL RETENTION ORDER")

Upon the application, February 7, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel") as special litigation counsel to the Debtors; and upon the Affidavit of Gerald E. Hawxhurst, sworn to February 6, 2006, in support of the Application (the "Hawxhurst Affidavit"); and this Court being satisfied with the representations made in the Application and the Hawxhurst Affidavit that Quinn Emanuel does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Quinn Emanuel is to be employed, and that Quinn Emanuel's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of Quinn Emanuel Urquhart Oliver & Hedges, LLP as their special litigation counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") with approval of such employment being effective as of the Petition Date, October 8, 2005.
3. Quinn Emanuel Urquhart Oliver & Hedges, LLP shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
[ ], 2006

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UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF GERALD E. HAWXHURST IN SUPPORT OF  
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.  
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF  
QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP  
AS SPECIAL LITIGATION COUNSEL TO DEBTORS

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

GERALD E. HAWXHURST, being duly sworn, deposes and states as follows:

1. I am counsel in the law firm of Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel"), proposed special litigation counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit")<sup>1</sup> in support of the Application For Order Under 11 U.S.C. §§ 327(e) and 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Quinn Emanuel Urquhart Oliver & Hedges, LLP As Special Litigation Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

3. The address and telephone number of Quinn Emanuel Urquhart Oliver & Hedges, LLP are as follows:

865 South Figueroa Street, 10th Floor

Los Angeles, California 90017-2543

Telephone: (213) 443-3000

Facsimile: (213) 443-3100

4. Quinn Emanuel is well qualified to assist the Debtors in the manner described in the Application. Most importantly for present purposes, several members of Quinn Emanuel have extensive experience in litigation, including patent, antitrust, and employment litigation, and its interplay with restructuring and bankruptcy law. Accordingly, the Debtors believe that Quinn Emanuel is well qualified to serve as special litigation counsel in these chapter 11 cases in an efficient and effective manner.

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terminated because he did not have the "fit and finish" for the new team. Plaintiff also alleges that Delphi engaged in a pattern and practice of systematically reducing the average age of its workforce by terminating the employment of and/or otherwise pressuring older workers to cease working for Delphi by hiring younger workers. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it.

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Quinn Emanuel is currently representing Delphi in the Arizona Court of Appeals in the above-mentioned case. The seven named plaintiffs seek to bring a class action on behalf of all Arizona residents with Delphi batteries installed in their cars. They assert products liability, fraud, and unjust enrichment claims based upon an alleged defect in Delphi batteries that causes them to leak acid in warm climates such as Arizona and fail prematurely. On September 27, 2004, the Superior Court for Maricopa County (Katz, J.) denied the plaintiffs' motion for class certification, granted Delphi's motion for summary judgment, and dismissed the case. Quinn Emanuel was retained to conduct the appeal. The briefing on appeal has been

completed, and oral argument was scheduled to take place in November 2005 before the action was stayed in light of Delphi's bankruptcy filing.

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The parties have attempted to resolve this dispute. In that regard, they have entered into a Tolling Agreement, which was extended through December 31, 2005, prior to Delphi's bankruptcy filing. Delphi denies Plaintiff's allegations and will defend vigorously the claims against it. The Tolling Agreement may be terminated by either party on thirty days written notice.

(e) Quake Global Inc. v. Orbcomm, LLC, et al., Case No. CV 051410 (C.D. Cal. Feb. 24, 2005)

Quinn Emanuel is currently representing Delphi in this matter in which Plaintiff alleges that Delphi and other defendants violated federal antitrust laws. Specifically, Plaintiff alleges that Delphi's agreement to manufacture satellite modems for Stellar Satellite Communications, Ltd., constitutes a "de facto exclusive dealing" arrangement in violation of the Sherman Act. Delphi denies the allegations and intends to defend vigorously the claims against it.

7. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, and the engagement of other counsel for the Debtors, Quinn Emanuel will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of Quinn Emanuel's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of Quinn Emanuel's existing clients. These existing client relationships, and the scope of the carve-out from Quinn Emanuel's retention, are discussed more fully below.

8. It is Quinn Emanuel's understanding that the Debtors may request that Quinn Emanuel undertake specific matters beyond the limited scope of the responsibilities set forth above. Should Quinn Emanuel agree in its discretion to undertake any such matter, it is Quinn Emanuel's understanding that the Debtors will seek further order of this Court.



9. Quinn Emanuel is making efforts, together with the Debtors' other counsel, to ensure that there is no duplication of effort or work between such firms and Quinn Emanuel. It is Quinn Emanuel's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. Quinn Emanuel believes that its lawyers and the rest of the lawyers retained in these chapter 11 cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. With regard to Patent Holding Company v. Delphi Automotive Systems Corporation, Civil Action No. 99-76013, E.D. Mich., Quinn Emanuel was retained on or about December 20, 2001. The following attorneys were approved to work on this matter at the following rates: Steve Hansen = \$355; Bruce Chapman = \$355; Eric Bjorgum = \$275; Tigran Guledjian = \$225; and Radhika Tandon = \$215.

11. With regard to Whitney v. Delphi Corporation, Quinn Emanuel was retained on or about August 18, 2005. The following attorneys were approved to work on this matter at the following rates: Randa Osman = \$510.00; and Allison Burkholder = \$300.00.

12. With regard to Quake Global Inc. v. Orbcomm, LLC, et al., Case No. CV 051410 (C.D. Cal. Feb. 24, 2005), Quinn Emanuel was retained on or about April 20, 2005. The following attorneys were approved to work on this matter at the following rates: A. William Urquhart = \$600.00; Gerald E. Hawxhurst = \$475.00; Kevin Y. Teruya = \$355.00; and Heidi Frahm = \$290.00.

13. With regard to Crown City Plating Co. v. Delphi Corporation, Quinn Emanuel was retained on or about August 10, 2004. The following attorney was approved to work on this matter at the following rate: Jack Hart = \$475.00.

14. With regard to Quinn v. Delphi Automotive Systems Corporation, No. 1 CACV 05-0063, Quinn Emanuel was retained on or about March 14, 2005. The following attorneys were approved to work on this matter at the following rates: Shon Morgan = \$525.00; Dan Bromberg = \$525.00; Margret Caruso = \$515.00; Kent Bullard = \$490.00; Shahin Rezvani = \$385.00; Tim Pennington = \$280.00; Tara Gellman = \$280.00; and T.J. Chiang = \$280.00.

15. Quinn Emanuel has agreed to accept as compensation for the services rendered in connection with its representation of the Debtors the rates described in Paragraphs 10-14 of this Affidavit.

16. Quinn Emanuel acknowledges that all amounts paid to Quinn Emanuel during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to Quinn Emanuel during these cases are disallowed by this Court, the fees and expenses will be disgorged by Quinn Emanuel and returned to the Debtors or as otherwise ordered by this Court.

17. Quinn Emanuel categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). Quinn Emanuel acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

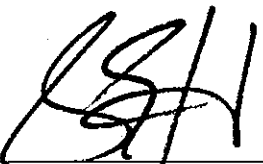
18. Quinn Emanuel has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. Quinn Emanuel maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused Quinn Emanuel to review and analyze the conflict database to determine whether Quinn Emanuel has any connection with the principal

parties-in-interest in these chapter 11 cases, using information provided to Quinn Emanuel by the Debtors and Skadden, Arps and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

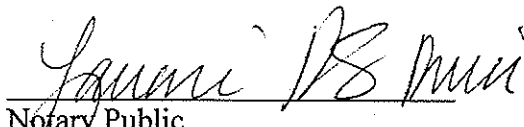
19. Based upon this research, I have determined that Quinn Emanuel has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that the foregoing raises any actual or potential conflicts of interest of Quinn Emanuel relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

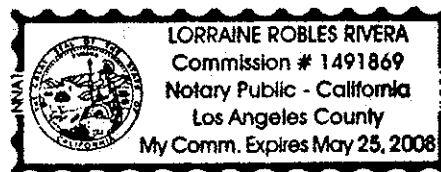
20. It is my intention that if Quinn Emanuel becomes aware of any other connections of which it presently is unaware, Quinn Emanuel will bring them to the attention of this Court and the U.S. Trustee.

Dated: New York, NY  
February 6, 2006

By:   
Gerald E. Hawxhurst

Sworn to before me  
this 6th day of February, 2006

  
Notary Public



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X	
In re	:	Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)
-----	X	

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF QUINN EMANUEL URQUHART  
OLIVER & HEDGES, LLP AS SPECIAL LITIGATION COUNSEL TO DEBTORS

("QUINN EMANUEL RETENTION ORDER")

Upon the application, February 7, 2006 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel") as special litigation counsel to the Debtors; and upon the Affidavit of Gerald E. Hawxhurst, sworn to February 6, 2006, in support of the Application (the "Hawxhurst Affidavit"); and this Court being satisfied with the representations made in the Application and the Hawxhurst Affidavit that Quinn Emanuel does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Quinn Emanuel is to be employed, and that Quinn Emanuel's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of Quinn Emanuel Urquhart Oliver & Hedges, LLP as their special litigation counsel, pursuant to the Application, is approved under sections 327(e) and

1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") with approval of such employment being effective as of the Petition Date, October 8, 2005.

3. Quinn Emanuel Urquhart Oliver & Hedges, LLP shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Date: New York, New York  
March 9, 2006

/s/Robert D. Drain  
Robert D. Drain  
U. S. Bankruptcy Judge

## **EXHIBIT B**

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WORK DATES: 100805 TO 013106 TIMECARD DETAIL

*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	ACT	CODE	USR	DEF1	Activity	*-----WORKED-----*	*-----BILLED-----*		
										HOURS	AMOUNT	HOURS	AMOUNT
00035-Osman Randa A. -													
08915	Delphi Automotive Whitney v. Del	00035 121405							FEES	.10	51.00	.10	51.00
									Conference ALB re incoming correspondence				
08915	Delphi Automotive Whitney v. Del	00035 102505							FEES	.20	102.00	.20	102.00
									Review notice of filing bankruptcy; conference				
									ALB re same.				
08915	Delphi Automotive Whitney v. Del	00035 102105							FEES	.10	51.00	.10	51.00
									Conference ALB re her assignment.				
TOTAL FOR : 00035-Osman Randa A.										.40		.40	
											204.00		204.00



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WORK DATES: 100805 TO 013106 TIMECARD DETAIL

*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	ACT	CODE	USR	DEF1	Activity	*-----WORKED-----*	*-----BILLED-----*		
										HOURS	AMOUNT	HOURS	AMOUNT
00045-Stone Robert W. -													
04385		Delphi Automotive Patent Holding	00045	103105					FEES	.00	.00	.00	.00
									CREDIT				
		TOTAL FOR : 00045-Stone Robert W.								.00		.00	
											.00		.00

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WORK DATES: 100805 TO 013106 TIMECARD DETAIL

*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	LED CODE	Task	Activity	*-----WORKED-----*	*-----BILLED-----*
					ACT	CODE	USR DEF1	HOURS	AMOUNT
00057-Morgan Shon -									
07911	Delphi Automotive Quinn v. Delph	00057 101705			FEES			.40	210.00
					Conference with client regarding bankruptcy; review correspondence				.40 210.00
07911	Delphi Automotive Quinn v. Delph	00057 102105			FEES			.40	210.00
					Prepare letter to plaintiffs regarding bankruptcy stay				.40 210.00
07911	Delphi Automotive Quinn v. Delph	00057 103105			FEES			.00	.00
					WRITE-OFF FEES ABOVE \$75K CAP				-.80 -5918.50
TOTAL FOR : 00057-Morgan Shon								.80	420.00
									-.80 -5498.50

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*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	LED CODE	Task	*-----WORKED-----*	*-----BILLED-----*
					ACT CODE	USR DEF1 Activity	HOURS	AMOUNT
00074-Horton J. D -								
20017	Delphi Automotive Fiber Systems,	00074 111605			FEES	Review rough transcript of Cambeihl and Sonnonstine depositions.	1.40	686.00
20017	Delphi Automotive Fiber Systems,	00074 113005			FEES	Review deposition transcript of 30(b)(6) witnesses.	1.90	931.00
20017	Delphi Automotive Fiber Systems,	00074 103105			FEES	Conf. w/ AWU re potential motion to quash, motion for protective order; review email correspondence by and between in-house counsel for Delphi and plaintiff's counsel; legal research re standard for protective order.	1.00	490.00
20017	Delphi Automotive Fiber Systems,	00074 110105			FEES	TC w/ AWU re potential motion to quash; tc w/ C. Brown (Delphi) re same; review correspondence, subpoena re same; tc w/ C. LaVigne re same.	1.00	490.00
20017	Delphi Automotive Fiber Systems,	00074 110405			FEES	Meet and confer re response to subpoena with C. LaVigne; tc w/ C. Brown re same; tcs w/ SXW re same.	.50	245.00
20017	Delphi Automotive Fiber Systems,	00074 111405			FEES	Travel to and from Delphi Connection Systems (Irvine) re deposition preparation; prepare witnesses with C. Brown re third-party subpoena.	10.80	5292.00
20017	Delphi Automotive Fiber Systems,	00074 111505			FEES	Travel to and from Irvine for deposition of corporate witnesses; defend depositions of J. Sonnonstine and B. Cambeihl.	8.10	3969.00
20017	Delphi Automotive Fiber Systems,	00074 111305			FEES	Review documents produced by Delphi in preparation for deposition of corporate representative witnesses.	2.20	1078.00
20017	Delphi Automotive Fiber Systems,	00074 110905			FEES	Prepare objections and responses to subpoena duces tecum (including examination categories); review and revise protective order; tc w/ C. LaVigne re production of documents, witness.	2.30	1127.00
20017	Delphi Automotive Fiber Systems,	00074 110705			FEES	TCs w/ C. LaVigne re meet and confer re response to subpoena; tc w/ C. Brown re same.	.40	196.00
TOTAL FOR : 00074-Horton J. D							29.60	14504.00

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*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	ACT	CODE	USR	DEF1	Activity	*-----WORKED-----*	*-----BILLED-----*		
										HOURS	AMOUNT	HOURS	AMOUNT
00135-Hart John K. -													
04470		Delphi Automotive Crown City Pla	00135	102805					FEEES	.30	142.50	.30	142.50
									Send notice of bankruptcy.				
		TOTAL FOR : 00135-Hart John K.								.30		.30	
											142.50		142.50

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*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	ACT	CODE	USR	DEF1	Activity	*-----WORKED-----*	*-----BILLED-----*		
										HOURS	AMOUNT	HOURS	AMOUNT
00257-Woon Iris K. -													
07976		Delphi Automotive New Global v.	00257	111605					FEES	7.30	2372.50	7.30	2372.50
									Prepare bankruptcy documents; conferences with				
									GEH re same.				
07976		Delphi Automotive New Global v.	00257	111705					FEES	.80	260.00	.80	260.00
									Review and revise bankruptcy documents.				
TOTAL FOR : 00257-Woon Iris K.										8.10		8.10	
											2632.50		2632.50

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*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	LED CODE	Task	*-----WORKED-----*	*-----BILLED-----*
					ACT CODE	USR DEF1 Activity	HOURS	AMOUNT
00277-Bullard Kent J. -								
07911	Delphi Automotive Quinn v. Delph	00277 110405			FEES	Review stay order on Arizona Court of Appeals website; correspondence w/ SM and DB re: same; correspondence w/ DG and EW re: updating calendar re: same.	.50	245.00
07911	Delphi Automotive Quinn v. Delph	00277 102705			FEES	Correspondence w/ local counsel re: filing amended response to court order re: bankruptcy; review amended response.	.30	147.00
07911	Delphi Automotive Quinn v. Delph	00277 102405			FEES	Correspondence w/ DB re: reviewing brief responding to court order re: bankruptcy stay; review draft brief; correspondence w/ TJC re: legal research for same.	1.10	539.00
07911	Delphi Automotive Quinn v. Delph	00277 102505			FEES	Review and revise brief responding to court order re: Delphi bankruptcy; correspondence w/ TJC re: same; correspondence w/ local counsel re: same; correspondence w/ DB re: same; correspondence w/ local counsel re: filing response.	1.40	686.00
07911	Delphi Automotive Quinn v. Delph	00277 102605			FEES	Review correspondence from local counsel re: filing response to court order re: bankruptcy stay; review filed response; correspondence w/ local counsel re: exhibit to response; correspondence w/ SM and accounting department re: filed bankruptcy notices.	.60	294.00
07911	Delphi Automotive Quinn v. Delph	00277 101905			FEES	Correspondence w/ local counsel re: filing bankruptcy notices and responding to appellate court notice of oral argument; correspondence w/ DB and SM re: same.	.10	49.00
07911	Delphi Automotive Quinn v. Delph	00277 102005			FEES	Correspondence w/ DB and SM re: court of appeal request for briefing; TC w/ DB re: same.	.30	147.00
07911	Delphi Automotive Quinn v. Delph	00277 102105			FEES	Correspondence to local counsel re: time frame for responding to court of appeal request for briefing re: bankruptcy stay; review correspondence from local counsel re: same; correspondence w/ SM and DB re: same; correspondence w/ DB re: responding to court order.	.60	294.00
07911	Delphi Automotive Quinn v. Delph	00277 101205			FEES	Correspondence w/ DB re: effect of Delphi bankruptcy on appeal; correspondence w/ local counsel re: same	.30	147.00

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*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	ACT	CODE	USR	DEF1	Activity	*-----WORKED-----*	*-----BILLED-----*
										HOURS	AMOUNT
07911	Delphi Automotive Quinn v. Delph	00277 101705							FEES	.30	147.00
									Correspondence w/ DB and SM re: preparing		
									notices of bankruptcy; review sample notices.		
07911	Delphi Automotive Quinn v. Delph	00277 101805							FEES	2.30	1127.00
									Review Delphi bankruptcy petition and related		
									petitions; prepare draft notices of bankruptcy		
									for court of appeals and for trial court;		
									correspondence w/ DB and SM re: notices; send		
									notices to local counsel.		
TOTAL FOR : 00277-Bullard Kent J.										7.80	3822.00
											3577.00

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*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	ACT	CODE	USR	DEF1	Activity	*-----WORKED-----*	*-----BILLED-----*		
										HOURS	AMOUNT	HOURS	AMOUNT
00328-Burkholder Allison -													
08915		Delphi Automotive Whitney v. Del	00328	102405					FEEES	.20	60.00	.20	60.00
		Draft notice of bankruptcy.											
		TOTAL FOR : 00328-Burkholder Allison								.20		.20	
											60.00		60.00



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*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	ACT CODE	LED CODE	Task	Activity	*-----WORKED-----*	*-----BILLED-----*
									HOURS	AMOUNT
00392-Watson Scott L. -										
20017	Delphi Automotive Fiber Systems,	00392 110205				FEES		Meeting w/ JDH re: protective order, legal research re: effect of Delphi's bankruptcy on obligation to respond to subpoena; review email correspondence, complaint, subpoena.	2.60	845.00
20017	Delphi Automotive Fiber Systems,	00392 110705				FEES		Legal research re: protective order for overly burdensome and irrelevant subpoena; prepare, review and revise motion for protective order.	2.40	780.00
20017	Delphi Automotive Fiber Systems,	00392 110905				FEES		Prepare, review and revise protective order; TCs w/ JDH re: same.	1.60	520.00
TOTAL FOR : 00392-Watson Scott L.									6.60	2145.00

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*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	LED CODE	Task	*-----WORKED-----*	*-----BILLED-----*
					ACT CODE	USR DEF1 Activity	HOURS	AMOUNT
00667-Hawxhurst Gerald -								
07976	Delphi Automotive New Global v.	00667 111605			FEES	Prepare bankruptcy-related filings; various office conference IW re same.	2.00	950.00
07976	Delphi Automotive New Global v.	00667 101405			FEES	Communications with Orbcomm and Ninth Circuit regarding mediation.	.20	95.00
07976	Delphi Automotive New Global v.	00667 101705			FEES	Review and analyze Delphi motion to pay professionals.	.10	47.50
07976	Delphi Automotive New Global v.	00667 012406			FEES	Review and analyze appellate briefs.	1.00	475.00
07976	Delphi Automotive New Global v.	00667 012706			FEES	Review and analyze Quake's motion to dismiss and motion.	.20	95.00
07976	Delphi Automotive New Global v.	00667 112905			FEES	T/c Ninth Circuit mediator; t/c R. Schwinger re mediation and case status.	.80	380.00
07976	Delphi Automotive New Global v.	00667 111505			FEES	Various o/c in connection with BK issues; review draft filings per Skadden; o/c IW and AB re same.	2.20	1045.00
07976	Delphi Automotive New Global v.	00667 111605			FEES	O/c IW re bk issues; review pleadings re same.	1.70	807.50
07976	Delphi Automotive New Global v.	00667 111705			FEES	O/c IW and t/c Skadden re bk issues.	.30	142.50
07976	Delphi Automotive New Global v.	00667 113005			FEES	Communication w/W. Cosnowski re mediation; t/c B. Schwinger re mediation update.	.60	285.00
07976	Delphi Automotive New Global v.	00667 101305			FEES	Various t/c W. Cosnowski re BK strategy and filings; prepare revised notices of stay and file same; t/c B. Schwinger re stay and mediation issues.	1.90	902.50
07976	Delphi Automotive New Global v.	00667 102805			FEES	Review Orbcomm brief; telephone conference B. Schwinger re same.	.60	285.00
07976	Delphi Automotive New Global v.	00667 101205			FEES	Telephone conference W. Cosnowski re mediation; e-mail to Ninth Circuit re same; telephone conference B. Schwinger re same; prepare notices of stay.	2.00	950.00
07976	Delphi Automotive New Global v.	00667 110105			FEES	Review Orbcomm appellate submission; telephone conference B. Schwinger re same.	.60	285.00
07976	Delphi Automotive New Global v.	00667 110405			FEES	Review bankruptcy case order.	.10	47.50
TOTAL FOR : 00667-Hawxhurst Gerald							14.30	6792.50

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*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	ACT	CODE	USR	DEFL	Activity	LED CODE	Task	*-----WORKED-----*	*-----BILLED-----*		
												HOURS	AMOUNT	HOURS	AMOUNT

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*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	ACT	CODE	USR	DEF1	Activity	*-----WORKED-----*	*-----BILLED-----*		
										HOURS	AMOUNT	HOURS	AMOUNT
00904-Bromberg Daniel -													
07911	Delphi Automotive Quinn v. Delph	00904 102405							FEES	.80	420.00	.80	420.00
									Revising response re: bankruptcy order				
07911	Delphi Automotive Quinn v. Delph	00904 101205							FEES	.30	157.50	.30	157.50
									Corresponding concerning stay of proceedings				
									with Don Parshall and Shon Morgan				
TOTAL FOR : 00904-Bromberg Daniel										1.10		1.10	
											577.50		577.50

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*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	LED CODE	Task	Activity	*-----WORKED-----*	*-----BILLED-----*
					ACT CODE	USR DEF1		HOURS	AMOUNT
01115-Chiang TJ -									
07911	Delphi Automotive Quinn v. Delph	01115 102505			FEES			.60	168.00
							Research on state cases re: automatic stay under 11 USC 362		
07911	Delphi Automotive Quinn v. Delph	01115 102505			FEES			.20	56.00
							Reviewing draft of response to court order of Oct. 20.		
07911	Delphi Automotive Quinn v. Delph	01115 102005			FEES			.80	224.00
							Research on 11 USC 362.		
07911	Delphi Automotive Quinn v. Delph	01115 102405			FEES			1.60	448.00
							Drafting response to court order re: applicability of 11 USC 362		
07911	Delphi Automotive Quinn v. Delph	01115 102405			FEES			.30	84.00
							Research on response to court order re: state cases staying appeals under 11 USC 362.		
07911	Delphi Automotive Quinn v. Delph	01115 102105			FEES			1.30	364.00
							Writing memo on 11 USC 362.		
TOTAL FOR : 01115-Chiang TJ								4.80	
									1344.00
									1344.00
GRAND TOTAL :								74.00	
									32644.00
								72.70	26480.50

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WORK DATES: 100805 TO 013106 TIMECARD DETAIL

*MATTER NUMBER*	*-----CLIENT-----*	*DESCRIPTION*	TMKP	DATE	ACT	CODE	USR	DEF1	Activity	LED CODE	Task	*-----WORKED-----*	*-----BILLED-----*		
												HOURS	AMOUNT	HOURS	AMOUNT

SQL STATEMENT USED:

SELECT FROM TABLES: matter,client,timecard,batch

WHERE CONDITION: client.clnum=matter.mclient AND tmatter=mmatter AND timecard.tbatch=batch.bbatches AND (batch.bfindt I  
: S NOT NULL OR timecard.tstatus='AD') AND (client.clnum = '01289') AND (timecard.tworkdt<=? AND timeca  
: rd.tworkdt>=?)

## **EXHIBIT C**

**Summary of Professional Hours**

Name of Professional	Position of Professional	Current Hourly Billing Rates	Total Hours Billed	Total Compensation
Randa A. Osman	Partner	\$510	.4	\$204
Allison Burkholder	Associate	\$300	.2	\$60
Shon Morgan	Partner	\$525	0	\$(5498.50)
Kent J. Bullard	Of Counsel	\$490	7.3	\$3577
Daniel Bromberg	Partner	\$525	1.10	\$577.50
TJ Chiang	Associate	\$280	4.8	\$1344
Margret Caruso	Partner	\$515		
Shahin Rezvani	Rezvani	\$385		
Tara Gellman		\$280		
John K. Hart	Of Counsel	\$475	.3	\$142.50
Kevin Teruya	Associate	\$355		
Heidi Frahm	Associate	\$290		
Iris K. Woon	Associate	\$325	8.1	\$2632.50
A. William Urquhart	Partner	\$600		
Gerald Hawxhurst	Of Counsel	\$475	14.3	\$6792.50
J.D. Horton	Partner	\$490	29.6	\$14504
Scott L. Watson	Associate	\$325	6.6	\$2145
Robert W. Stone				
Steve Hansen		\$355		
Bruce Chapman		\$355		
Eric Bjorgum		\$275		
Tigran Guledjian	Associate	\$225		
Radhika Tandon		\$215		

<b>Subtotal</b>	<b>72.7</b>	<b>26,480.50</b>
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## **EXHIBIT D**

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**Exhibit D****Summary of Monthly Fee Statements****Delphi Automotive Systems - All Matters**

<b>Period Covered</b>	<b>Fees Incurred</b>	<b>Fees Billed</b>	<b>Expenses Incurred</b>	<b>Expenses Billed</b>
October 8 - 31, 2005	9,044.00	3,125.50	887.70	271.78
November 1 - 31, 2005	22,979.00	22,734.00	977.42	906.24
December 1 - 31, 2005	51.00	51.00	85.11	72.36
January 1 - 31, 2006	570.00	570.00	1,173.09	1,169.37
<b>Total</b>	<b>32,644.00</b>	<b>26,480.50</b>	<b>3,123.32</b>	<b>2,419.75</b>

**Patent Holding Co. v. Delphi Automotive Systems**

<b>Period Covered</b>	<b>Fees Incurred</b>	<b>Fees Billed</b>	<b>Expenses Incurred</b>	<b>Expenses Billed</b>
October 8 - 31, 2005	0.00	0.00	193.7	78.64
November 1 - 31, 2005	0.00	0.00	41.48	0.00
December 1 - 31, 2005	0.00	0.00	11.21	0.00
January 1 - 31, 2006	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>246.39</b>	<b>78.64</b>

**Crown City Plating Co. v. Delphi Corporation**

<b>Period Covered</b>	<b>Fees Incurred</b>	<b>Fees Billed</b>	<b>Expenses Incurred</b>	<b>Expenses Billed</b>
October 8 - 31, 2005	142.50	142.50	.61	.47
November 1 - 31, 2005	0.00	0.00	0.00	0.00
December 1 - 31, 2005	0.00	0.00	0.00	0.00
January 1 - 31, 2006	0.00	0.00	0.00	0.00
<b>Total</b>	<b>142.50</b>	<b>142.50</b>	<b>.61</b>	<b>.47</b>

**Quinn v. Delphi Automotive Systems**

<b>Period Covered</b>	<b>Fees Incurred</b>	<b>Fees Billed</b>	<b>Expenses Incurred</b>	<b>Expenses Billed</b>
October 8 - 31, 2005	5,918.50	0.00	385.39	69.70
November 1 - 31, 2005	245.00	0.00	863.86	863.30

**Exhibit D****Summary of Monthly Fee Statements**

December 1 - 31, 2005	0.00	0.00	71.26	71.26
January 1 - 31, 2006	0.00	0.00	0.00	0.00
<b>Total</b>	6,163.50	0.00	1320.51	1,003.96

**New Global v. Orbcom**

<b>Period Covered</b>	<b>Fees Incurred</b>	<b>Fees Billed</b>	<b>Expenses Incurred</b>	<b>Expenses Billed</b>
October 8 - 31, 2005	2,280.00	2,280.00	263.93	83.93
November 1 - 31, 2005	6,575.00	6,575.00	13.74	13.74
December 1 - 31, 2005	0.00	0.00	0.00	0.00
January 1 - 31, 2006	570.00	570.00	2.00	0.00
<b>Total</b>	9,425.00	9,425.00	279.67	97.67

**Whitney v. Delphi Corporation**

<b>Period Covered</b>	<b>Fees Incurred</b>	<b>Fees Billed</b>	<b>Expenses Incurred</b>	<b>Expenses Billed</b>
October 8 - 31, 2005	213.00	213.00	44.07	39.04
November 1 - 31, 2005	0.00	0.00	33.34	25.70
December 1 - 31, 2005	51.00	51.00	2.64	1.10
January 1 - 31, 2006	0.00	0.00	0.00	0.00
<b>Total</b>	264.00	264.00	80.05	65.84

**Fiber Systems v. Ernie Gonzales**

<b>Period Covered</b>	<b>Fees Incurred</b>	<b>Fees Billed</b>	<b>Expenses Incurred</b>	<b>Expenses Billed</b>
October 8 - 31, 2005	490.00	490.00		
November 1 - 31, 2005	16,159.00	16,159.00	25.00	3.50
December 1 - 31, 2005	0.00	0.00	0.00	0.00
January 1 - 31, 2006	0.00	0.00	1171.09	1,169.37
<b>Total</b>	16,649.00	16,649.00	1196.09	1,172.87

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**CERTIFICATE OF SERVICE**

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Document Served: - **FIRST INTERIM APPLICATION OF QUINN EMANUEL  
URQUHART OLIVER & HEDGES LLP, SPECIAL LITIGATION COUNSEL TO THE  
DEBTORS-IN-POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF  
EXPENSES**

The undersigned certifies that a copy of the documents listed above were served upon the parties listed in the attached 2002 Service List at their respective address by either electronic notice or by overnight courier as indicated on attached service lists on the date indicated below.

Date of Service April 3, 2006

I declare that the statement above is true to  
the best of my information, knowledge and  
belief.

/s/ Gerald Hawxhurst  
Gerald Hawxhurst (cyfac-45)  
Quinn Emanuel Urquahart Oliver & Hedges

Delphi Corporation  
2002 List

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Barnes & Thomburg LLP	Patrick E. Mears									emears@btlaw.com	Counsel for Mays Chemical Company
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Delphi Corporation  
2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
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Delphi Corporation  
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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
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